

**UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF VIRGINIA
Richmond Division**

**TYRONE HENDERSON,
CHARLES TAYLOR, and
WILLIAM WILES,**

Plaintiffs,

**v.
ACXIOM RISK MITIGATION, INC.,
ACXIOM CORPORATION, and
ACXIOM INFORMATION SECURITY
SERVICES, INC.,**

Civil Action No. 3:12cv589-REP

Defendants.

DECLARATION OF BENNY W. DAVIS, JR.

I, Benny W. Davis, Jr, pursuant to 28 U.S.C. § 1746, declare and swear as follows:

1. I am the Senior Vice President of Class Action Services at American Legal Claim Services LLC ("ALCS"), located at 5985 Richard Street, Suite 3, Jacksonville, FL 32216. I am over 21 years of age and am not a party to the above-captioned matter (the "Action"). I have personal knowledge of the facts set forth herein and, if called as a witness, could and would testify competently thereto.

2. I have over fifteen (15) years of experience in class action settlement administration. Over the course of my career, I have managed more than 200 class action settlements. I have held the positions of Senior Vice President, Vice President, Director of Operations, and Director of four (4) different class action settlement administrators. I have managed cases that ranged from less than 100 class members to over fourteen (14) million class members.

3. ALCS is a settlement administrator that specializes in providing comprehensive class action settlement services including, but not limited to, pre-settlement consulting, legal notification, email campaigns, call-center services, website design and management, claims administration, check and voucher disbursement, tax reporting, settlement fund escrow and reporting, and other related services critical to the effective administration of class action settlements. ALCS has developed efficient, secure, and cost-effective methods to properly handle the voluminous data and mailings of settlements to ensure the orderly and equitable treatment of class members and parties in interest.

4. ALCS's business is national in scope. The ALCS leadership team has over fifty (50) years of combined experience in class action settlement administration. Team members have managed more than 500 class action settlements ranging from twenty-five (25) class members to more than fourteen (14) million class members – distributing settlement payments totaling well over \$3 billion in the aggregate.

5. The purpose of this declaration is to provide the Court with context for and analysis regarding: (1) the development of ALCS's proposal for services; (2) the decision to utilize a non-interest bearing versus an interest bearing account for distribution; and (3) the broad scope of class administration services provided by ALCS in this class action settlement.

6. Based upon the requirements as outlined in the Settlement Agreement as well as certain good faith estimates made by ALCS and the parties according to past, similar class administration experiences, ALCS estimates that the approximate total costs associated with the administration will be \$747,939.00. This approximate total cost depends largely on the number of claims filed and transactional estimates made by ALCS's past experience and discussions with the parties.

7. ALCS's pricing is competitive in the class action administration industry. Our pricing for this administration is a "not-to-exceed" bid based upon the assumptions utilized. The assumptions are based upon information provided by both counsel representing the Class and the Defendants, as well as ALCS's experience in the industry. The cost for the administration of this case can vary based upon changes to those assumptions, such as (a) a change in the form of notice, (b) a change in the form of distribution check type, and (c) changes in other potentially variable factors.

8. ALCS's proposal assumes that a non-interest bearing account will be used for the distribution to Class Members. At the request of Mr. Bennett and Mr. Anthony, I have examined the dollar costs of the use of an interest bearing escrow account in lieu of the non-interest bearing account. We have considered the likely interest that could be earned by the staggered distribution and delays in the cashing of settlement checks by Class Members. Additionally, we considered the expense of using an interest bearing account, to include not only those from the bank, but also expenses for additional administration, accounting and tax payments. After a detailed examination and research, I believe that the use of an interest bearing account under this settlement structure would be a net dollar loss to the class.

9. ALCS was retained by the parties to provide a full range of settlement administration services which will facilitate the execution of the duties outlined in the Settlement Agreement. These duties include, among other things, receipt of and cleansing of class member data, dissemination of notices, receipt of claims, fund management, and distribution of proceeds.

10. Specifically, ALCS will receive the Class Member data from the defendants. Once received and a complete inventory is taken, the data will be cleansed and imported into ALCS's proprietary Legal Claims Management System ("LCMS"). The cleansing process includes

removing duplicative records; stratifying the data into sub-classes based upon the case requirements; formatting the records for National Change of Address (“NCOA”) processing; and attempting to locate addresses for class members with missing address information. All addresses are processed through NCOA which is a secure dataset of approximately 160 million permanent change-of-address (“COA”) records maintained by the United States Postal Service (“USPS”). This ensures best efforts for the mail to reach the Class Members. Ultimately, this process allows ALCS to: (a) help ensure that it is mailing notices to the most up-to-date addresses, (b) utilize the most cost-effective postage rates, and (c) reach the highest percentage of recipients.

11. ALCS will mail the Notice of Proposed Class Action Settlement (the “Notice”) and Proposed Class Action Claim Form (“Claim Form”) to Class Members. This includes formatting the Notice in a format allowing the most efficient printing method coupled with the most effective notice to capture the Class Members’ attention. During the printing stage, ALCS utilizes a quality control process that includes the verification of variable data and quality of the printing.

12. ALCS will process the Claim Forms filed by the Class Members. This includes utilizing LCMS to provide a customized, flexible, claim processing system that allows intake of claims from regular mail, on-line claims filing, and fax sources. Each step of the claims process is subject to a rigorous Quality Assurance Program (“QAP”). Exceptions are noted and elevated for additional review. Claim Forms with exceptions are returned to the Class Members with an explanation for correction and resubmission.

13. ALCS also will process Opt-Outs and Exclusions. This includes the review of all Opt-Outs and Exclusions to ensure they meet the requirements set forth in the Settlement Agreement. ALCS will provide the Opt-Outs and Exclusions to the Parties and the Court as required and according to the processes outlined in the Settlement Agreement.

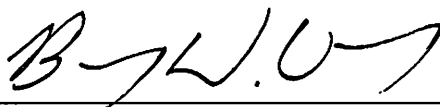
14. Further, ALCS will develop and publish a customized website that will provide important court documents, Frequently Asked Questions (FAQ's), On-Line Claims filing, and other pertinent class information. The On-Line Claims filing is a personalized solution that allows Class Members to enter a predetermined PIN. Once the PIN has been entered, Class Members will be allowed to file their claims on-line and electronically sign them. This solution reduces the costs to the class for processing paper claims received through the mail.

15. ALCS also will provide call center services. These services include an integrated communications center that allows for both "live" and Voice Response Unit (VRU) options. A toll-free number is provided to Class Members as well as a Spanish language alternative toll-free number that provides VRU services. All calls are recorded. Call center attendants are provided an approved script to follow to provide a consistent, accurate message to callers.

16. ALCS, as well, will perform disbursement and tax-reporting functions. These services include: the establishment of a Qualified Settlement Fund ("QSF") including all tax reporting required; the establishment of a distribution bank account including reconciliations and reporting; calculation of distribution allocations; calculations of taxable withholdings, disbursement of funds utilizing postcard-sized checks; utilization of Positive Pay to reduce fraudulent activity; and handling the printing/mailing/payment and reporting for 1099 Internal Revenue Service ("IRS") requirements.

17. Finally, ALCS will provide affidavits required by the Settlement Agreement and Approval Order that would include affidavits related to the processes utilized in administering the Settlement and the respective results.

18. I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, and that this Declaration was executed this 6th day of April, 2015 in Jacksonville, Florida.

A handwritten signature in black ink, appearing to read "B-W. Davis", written over a horizontal line.

Benny W. Davis, Jr

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